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**VERIFICATION** 

I hereby certify that:

I am a partner with the firm of Ernst & Young LLP ("EY LLP"). This 1.

certification is made pursuant to the Amended Guidelines for Fees and Disbursements for

Professionals in Southern District of New York (the "Amended Guidelines"), in support of the

foregoing fee application of EY LLP (the "Application").

2. I hereby certify as follows: (a) I have read the Application; (b) to the best of my

knowledge, information and belief formed after reasonable inquiry, the fees and disbursements

sought in the Application fall within the Amended Guidelines, except as specifically noted herein

or in the Application; (c) except to the extent that fees or disbursements are prohibited by the

Amended Guidelines, the fees and disbursements sought are billed at rates and in accordance

with practices customarily employed by EY LLP and generally accepted by EY LLP's clients;

and (d) in providing a service for which EY LLP seeks reimbursement of expenses, EY LLP

does not make a profit on the service, whether the service is performed by EY LLP in-house or

through a third party.

Dated: March 13, 2020

/s/Devon M. Brady

Devon M. Brady

Ernst & Young LLP